

UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK

-----X	
In re:	: Chapter 11
	: :
SEARS HOLDINGS CORPORATION, <i>et al.</i> ,	: Case No. 18-23538 (RDD)
	: (Jointly Administered)
Debtors. ¹	: :
-----X	

**STIPULATION AND ORDER EXTENDING DEADLINE TO FILE
COUNTERDESIGNATION OF APPEAL RECORD ITEMS**

This stipulation and order is executed this 25th day of April, 2019, between Sears Holdings Corporation, its affiliated Debtors as Debtors in Possession (together, “Sears”), and Transform Holdco LLC (together with Sears, the “Appellees”) and Midwood Management Corporation as agent for Expressway Plaza I, LLC and Farmingville Associates Phase I, LLC as tenants in common (“Appellant”) (together the “Parties”).

WHEREAS, the Appellant has filed a Notice of Appeal (ECF. No. 2747) from the Order Denying Motion for Order Declaring Automatic Stay Inapplicable to Non-Residential Real Property Lease (2280 North Ocean Avenue, Farmingville, New York) entered by the United States Bankruptcy Court for the Southern District of New York (the “Bankruptcy Court”) on February 19, 2019 (ECF No. 2649);

WHEREAS, the Appellant has filed with the Bankruptcy Court and served on the Appellees a Designation of Record and Statement of Issues on Appeal (ECF No. 2890);

¹ The Debtors in these chapter 11 cases, along with the last four digits of each Debtor’s federal tax identification number, are as follows: Sears Holdings Corporation (0798); Kmart Holding Corporation (3116); Kmart Operations LLC (6546); Sears Operations LLC (4331); Sears, Roebuck and Co. (0680); ServiceLive Inc. (6774); SHC Licensed Business LLC (3718); A&E Factory Service, LLC (6695); A&E Home Delivery, LLC (0205); A&E Lawn & Garden, LLC (5028); A&E Signature Service, LLC (0204); FBA Holdings Inc. (6537); Innovel Solutions, Inc. (7180); Kmart Corporation (9500); MaxServ, Inc. (7626); Private Brands, Ltd. (4022); Sears Development Co. (6028); Sears Holdings Management Corporation (2148); Sears Home & Business Franchises, Inc. (6742); Sears Home Improvement Products, Inc. (8591); Sears Insurance Services, L.L.C. (7182); Sears Procurement Services, Inc. (2859); Sears Protection Company (1250); Sears Protection Company (PR) Inc. (4861); Sears Roebuck Acceptance Corp. (0535); Sears, Roebuck de Puerto Rico, Inc. (3626); SYW Relay LLC (1870); Wally Labs LLC (None); SHC Promotions LLC (9626); Big Beaver of Florida Development, LLC (None); California Builder Appliances, Inc. (6327); Florida Builder Appliances, Inc. (9133); KBL Holding Inc. (1295); KLC, Inc. (0839); Kmart of Michigan, Inc. (1696); Kmart of Washington LLC (8898); Kmart Stores of Illinois LLC (8897); Kmart Stores of Texas LLC (8915); MyGofer LLC (5531); Sears Brands Business Unit Corporation (4658); Sears Holdings Publishing Company, LLC. (5554); Sears Protection Company (Florida), L.L.C. (4239); SHC Desert Springs, LLC (None); SOE, Inc. (9616); StarWest, LLC (5379); STI Merchandising, Inc. (0188); Troy Coolidge No. 13, LLC (None); BlueLight.com, Inc. (7034); Sears Brands, L.L.C. (4664); Sears Buying Services, Inc. (6533); Kmart.com LLC (9022); Sears Brands Management Corporation (5365); and SRe Holding Corporation (4816). The location of the Debtors’ corporate headquarters is 3333 Beverly Road, Hoffman Estates, Illinois 60179.

WHEREAS, pursuant to Rule 8009(a)(2) of the Federal Rules of Bankruptcy Procedure, Appellees may, on or before April 2, 2019, file with the Bankruptcy Court and serve on the Appellants a designation of additional items to be included in the record and a statement of issues to be presented on cross-appeal (the "Counter Designation");

WHEREAS, Sears and the Appellant stipulated to an extension of time to and including April 26, 2019 for Appellees to file and serve their Counter Designation, which stipulation was so-ordered by the Bankruptcy Court (ECF No. 3020);

WHEREAS, the Parties have conferred and agreed to a further extension of time for Appellees to file and serve their Counter Designation.

NOW THEREFORE, it is hereby STIPULATED AND AGREED by and between the undersigned counsel on behalf of the Parties, that:

1. Appellees' deadline to file and serve their Counter Designation is extended to and including June 28, 2019;

2. This stipulation may be signed in counterparts and facsimile or electronic signatures of this stipulation shall be deemed originals hereof.

New York, New York
April 25, 2019

By:

WEIL, GOTSHAL & MANGES LLP

/s/ Jared R. Friedmann

Jacqueline Marcus
Jared R. Friedmann
767 Fifth Ave
New York, New York 10153
Telephone: (212) 310-8000

*Attorneys for Debtors-Appellees Sears Holdings
Corporation and its affiliated Debtors as Debtors in
Possession*

CLEARY GOTTlieb STEEN & HAMILTON
LLP

/s/ Luke A. Barefoot

Luke A. Barefoot
One Liberty Plaza
New York, New York 10006
Telephone: (212) 225-2829

Attorneys for Transform Holdco LLC

FARRELL FRITZ, P.C.

/s/ Patrick Collins

Patrick Collins

Veronique A. Urban

400 RXR Plaza

Uniondale, New York 11556

Telephone: (516) 227-0700

Attorneys for Appellants Midwood Management Corp., as agent for Expressway Plaza I, LLC and Farmingville Associates Phase I, LLC as tenants in common

SO ORDERED:

/s/ Robert D. Drain

HONORABLE ROBERT D. DRAIN

UNITED STATES BANKRUPTCY JUDGE

Dated: White Plains, New York
April 26, 2019